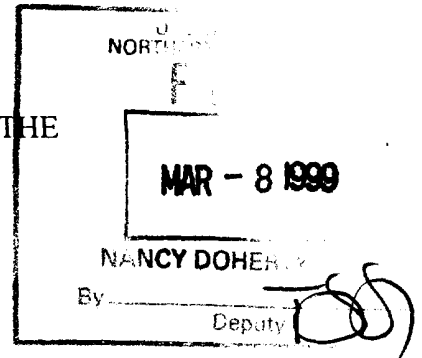


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ORIGINAL

IN THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT TEXAS
DALLAS DIVISION



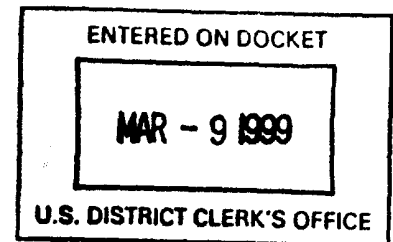
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In Re:

MEDICAL CARE AMERICA, INC. :
SECURITIES LITIGATION

Civil Action
No. 3-92 CV 1996

-----X
This Document Relates To:

ALL ACTIONS.
-----X



~~PROPOSED~~ ORDER FOR FINAL DISTRIBUTION OF NET SETTLEMENT FUND

WHEREAS:

1. On September 8, 1997, this Court ordered distribution of the settlement fund (the "Distribution Order") after deduction of attorneys' fees and expenses (the "Net Settlement Fund").

2. As of December 31, 1998, of the 3,857 checks totaling \$46,325,088 that were mailed to claimants approved by this Court (the "Approved Claimants") from the Net Settlement Fund, a total of 2 checks, representing \$14,908.34, remain uncashed. This \$14,908.34 balance remains in a separate account from the Net Settlement Fund account awaiting presentment of the 2 uncashed checks.

3. The two remaining uncashed checks have recently been reissued. One of the checks, totaling \$14,631.32, was reissued on January 21, 1999, and the second check, totaling

74

\$277.02, was reissued on February 5, 1999. The efforts to insure that these checks are cashed by the two Approved Claimants is detailed in the Affidavit of Greg Duskin, the Account Manager at Poorman-Douglas Corporation, the Claims Administrator for this action, which is attached as Exhibit A to the Amended Unopposed Motion For Final Distribution Of Settlement Fund And Memorandum In Support Thereof.

4. There is presently \$171,600 in the Net Settlement Fund.

5. Mr. Noble W. Doss, a class member who owns 15,100 shares of Medical Care America, Inc. common stock, has contacted Plaintiffs' lead counsel claiming that he never received notice of his right to participate in the Net Settlement Fund and, therefore, was unable to submit a timely proof of claim.

6. The records of the claims administrator in this action show that notice was properly mailed to Mr. Doss on February 26, 1996, and that summary notice was published in the national edition of The Wall Street Journal on March 8, 1996, and no proof of claim was timely received from Mr. Doss.

7. Had Mr. Doss submitted a timely proof of claim under the Distribution Order, Mr. Doss would have been entitled to receive his pro rata share of the Net Settlement Fund. Mr. Doss' pro rata share of the Net Settlement Fund would have been \$48,649 which is 44.5% of his recognized loss of \$109,324 (15,100 shares of Medical Care America, Inc. common stock multiplied by \$7.24 per share).

8. In light of the fact that there are sufficient funds remaining in the settlement fund and there is an open issue as to whether Mr. Doss received notice, Mr. Doss, through his counsel, George Donaldson, Esq. and class counsel have agreed, subject to the Court's approval, to settle

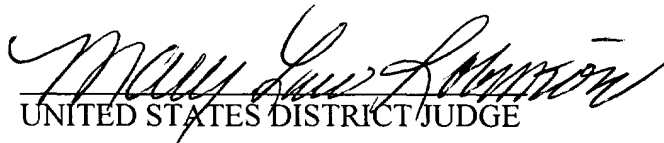
his claim for \$20,000.

THEREFORE, IT IS HEREBY ORDERED, ADJUDGED AND DECREED, as follows:

1. Plaintiffs' counsel shall distribute \$20,000 to Mr. Doss from the Net Settlement Fund in settlement of Mr. Doss' claim.
2. The remaining \$151,600 in the Net Settlement Fund (\$171,600 - \$20,000) shall then be re-distributed to Approved Claimants on a pro rata basis as set forth in the Distribution Order.
3. Any taxes due and owing, as well as the nominal costs of administration to make such distribution, will be calculated and deducted from the Net Settlement Fund for payment prior to distribution.
4. Any checks sent to Approved Claimants that remain uncashed six months from the final date that these checks are mailed shall be canceled, and any remaining funds in the Net Settlement Fund shall be released to the Clerk of this Court to be distributed to a national non-denominational charity to be selected by the Court, or pursuant to any other selection process the Court deems appropriate.

SO ORDERED

Dated: February 8, 1999


UNITED STATES DISTRICT JUDGE